

MIKE KREIDLER
STATE INSURANCE COMMISSIONER

STATE OF WASHINGTON

Phone: (360) 725-7000



OFFICE OF
INSURANCE COMMISSIONER

Please Reply to: PO Box 40259
Olympia, WA 98504-0259

August 4, 2005

Brian F. Kreger
Ryan, Swanson Cleveland PLLC
1201 Third Avenue, Suite 3400
Seattle, WA 98101-3034

Re: Form A – UnitedHealth Group, Inc. Acquisition of PacifiCare of Washington, Inc.

Dear Mr. Kreger:

We are in receipt of your letter of July 21, 2005 and Supplement No. 1 to the Form A. Unfortunately the manner in which the information is provided regarding the market share of the companies is too generalized. PacifiCare has four companies authorized in this state and UnitedHealth has five authorized companies and we are unable from the information provided to determine if the information includes all of these nine companies and the various market shares in each of the lines of insurance that each of the companies writes. Therefore, we request that we receive more detailed information regarding market share for each of the companies and for each of the lines of business that each of the companies writes for the last five years.

The PacifiCare companies that are authorized in Washington are: PacifiCare of Washington, Inc. (WA), PacifiCare of Oregon, Inc. (OR), PacifiCare Life and Health Insurance Company (IN) and PacifiCare Life Assurance Company (CO). The UnitedHealth companies are: Golden Rule Insurance Company, Investors Guaranty Life Insurance Company, Midwest Security Life Insurance Company, United HealthCare Insurance Company and Unimerica Insurance Company.

In order to better understand the financing of the cash portion of the purchase price we request that we be provided more information regarding the debt servicing requirements and an estimate of the debt to capital ratio, post merger. This should include both a written explanation and pro forma financial statements.

When we recently met with personnel from PacifiCare (prior to the announcement of the UnitedHealth acquisition), they indicated that it was their intent to continue to generally move the business from PacifiCare of Washington to PacifiCare Life Assurance. However, during our meeting on July 25, 2005 it was indicated that this may no longer be the intention. Therefore, we request that the companies clarify what their plans are for these companies and the Washington business.

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Has UnitedHealth obtained an outside consultant's evaluation/analysis of UnitedHealth's 2004 goodwill and intangibles? If so, please provide a copy.

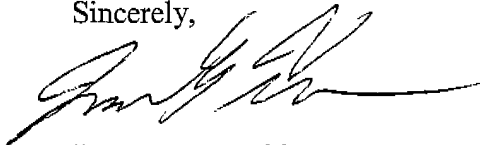
Has UnitedHealth obtained an outside consultant's evaluation/analysis of the proposed purchase price of PacifiCare? If so, please provide a copy.

Please provide a study by year for the last three years and the first six months of 2005 of the persistency of contracts for Golden Rule, MAMSI and Oxford. Also please provide underwriting results and cash flow from the recent purchases of these companies.

Does UnitedHealth expect to make any impairment adjustments for 2005? If so, how much and for what?

As a result of the above request for additional information, please be advised that the Form A filing is not complete.

Sincerely,



James E. Tompkins
Assistant Deputy Commissioner
Company Supervision Division
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Cc: Jim Odiome, Dennis Julnes, Linda Spaulding